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DATE STAMP

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICEApproved by OMB
3060-0589

Page 1 of 1

(1) LOCK BOX # 358145		FCC/MELLON		SEP 30 2003	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (If paying by credit card enter name exactly as it appears on the card) Fleischman and Walsh, L.L.P.			(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$860.00		
(4) STREET ADDRESS LINE NO. 1 1919 Pennsylvania Avenue, N.W.					
(5) STREET ADDRESS LINE NO. 2 Suite 600					
(6) CITY Washington			(7) STATE DC	(8) ZIP CODE 20006	
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-939-7800			(10) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0004-0567-01					
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION B FOLLOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME Denton Telecom Partners I, L.P.					
(14) STREET ADDRESS LINE NO. 1 7701 South Stemmons Freeway					
(15) STREET ADDRESS LINE NO. 2 Suite 210					
(16) CITY Corinth			(17) STATE TX	(18) ZIP CODE 76210-1842	
(19) DAYTIME TELEPHONE NUMBER (include area code) 877-238-6891			(20) COUNTRY CODE (if not in U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0005-0630-37					
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID Domestic Section 214		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$860.00		(27A) TOTAL FEE \$860.00			
(28A) FCC CODE 1		(29A) FCC CODE 2			
(23B) CALL SIGN/OTHER ID		(24B) PAYMENT TYPE CODE		(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)		(27B) TOTAL FEE			
(28B) FCC CODE 1		(29B) FCC CODE 2			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT SIGREN J. HARRICK certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.					
SIGNATURE SIGREN J. HARRICK			DATE		
SECTION E - CREDIT CARD PAYMENT INFORMATION					
MASTERCARD _____ VISA _____ AMPX _____ DISCOVER _____					
ACCOUNT NUMBER _____			EXPIRATION DATE _____		
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.					
SIGNATURE _____			DATE _____		

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Application of)
DENTON TELECOM PARTNERS I, L.P.,)
For Consent to Transfer Control of the)
Domestic Section 214 Authorization of)
Denton Telecom Partners I, L.P.)

APPLICATION FOR TRANSFER OF CONTROL
REQUEST FOR EXPEDITED PROCESSING

Pursuant to Section 214(a) of the Communications Act of 1934, as amended,¹ and Section 63.04 of the Federal Communications Commission's ("FCC" or "Commission") Rules,² Denton Telecom Partners I, L.P. ("DTP" or "Applicant") hereby seeks the consent of the Commission to transfer control of DTP to Grande Communications, Inc. ("Grande").³ As explained herein, this Application to transfer control of DTP's blanket authorization to provide domestic telecommunications services qualifies for streamlined processing by the Commission pursuant to Section 63.03(b)(2) of the Commission's Rules.⁴ Moreover, Grande and DTP request that the Commission expedite the processing and placement of this Application on Public Notice so that the parties may consummate this transaction, and bring to the public the benefits of this transaction, sooner.

¹ See 47 U.S.C. § 214(a).

² See 47 C.F.R. § 63.04.

³ Concurrent with the submission of this Application, DTP is filing an Application for consent for Commission consent to transfer control of DTP with respect to its international Section 214 authorization. The instant Application pertains only to the blanket authorization of DTP to provide domestic telecommunications services.

⁴ See 47 C.F.R. § 63.03(b)(2).

On August 27, 2003, Denton Telecom Holdings I, L.L.C. ("Denton"), owner of the sole general partnership interest in DTP; Denton Telecom Investors I, L.L.C., owner of all limited partnership interests in DTP; and Grande, entered into a multiparty Membership Interest Purchase and Sale Agreement that contemplates the transfer of control of DTP to Grande. The proposed transfer of control does not involve any assignment of authorizations or change in the carrier providing services to customers. The transfer will be transparent to current customers of DTP.

Pursuant to Section 63.04(a) of the Commission's Rules, Applicant hereby provides the following information in support of its Application (information is also provided for Grande):

(1) The name, address and telephone number of Applicant:

GRANDE COMMUNICATIONS, INC.
401 Carlson Circle
San Marcos, TX 78666
(512) 878-4000

DENTON TELECOM PARTNERS I, L.P.
7701 South Stemmons Freeway, Suite 210
Corinth, TX 76210-1842
(877) 238-6891

(2) The government, state or territory under the laws of which each corporate or partnership Applicant is organized:

Grande is a corporation organized under the laws of Delaware.

DTP is a limited partnership organized under the laws of Delaware.

(3) The name, title, post office address and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the Application is to be addressed:

Correspondence concerning this Application should be addressed to:

Andy Sarwal, Esq.
Legal
GRANDE COMMUNICATIONS, INC.
401 Carlson Circle
San Marcos, TX 78666
Tel: (512) 878-4000
Fax: (512) 878-4287

Brad E. Mutschelknaus, Esq.
Melissa S. Conway, Esq.
KELLEY DRYE & WARREN LLP
1200 19th Street, N.W.
Washington, D.C. 20036
Tel: (202) 955-9600
Fax: (202) 955-9792

Counsel to Grande

Eric W. Cowan, Esq.
THELEN REID & PRIEST
701 Pennsylvania Avenue, NW
Suite 600
Washington, DC 20004
Tel: (202) 508-4000
Fax: (202) 508-4321

Steven J. Hamrick
FLEISCHMAN AND WALSH, L.L.P.
1919 Pennsylvania Avenue, NW,
Washington, DC 20006
(202) 939-7972
Fax: (202) 387-3467

Counsel to DTP

Counsel to DTP

- (4) The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least 10% of the equity of the Applicant, and the percentages of equity owned by each of those entities:

Upon completion of the transfer of control described herein, Grande will hold a direct, 100% ownership interest in the voting capital stock of, and 100% voting control over, Denton, and thus, DTP. Grande is a direct, wholly owned subsidiary of Grande Communications Holdings, Inc. ("Holdings"). Neither Grande nor Holdings are authorized to provide regulated telecommunications services in any state. Holdings functions solely as a holding company for Grande and its affiliate, Grande Communications Networks, Inc. ("Networks"). Holdings has two 10% or greater owners, each of which owns 14% of Holdings and is a U.S. citizen: Centennial Ventures, Attn: General Counsel, 1428 Fifteenth Street, Denver, CO 80202; and Whitney & Co., Attn: William Laverack, Jr., 177 Broad St., Stamford, CT 06901.

- (5) Certification pursuant to §§ 1.2001 through 1.2003 of this chapter that no party to the Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988:

As evidenced by the signatures to this Application, DTP and Grande certify that, pursuant to §§1.2001 through 1.2003 of the Commission's Rules, no party to the Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.⁵

⁵ See 21 USC §853.

(6) A description of the transaction:

Under the proposed transaction, ownership and control of Denton (and thus DTP) will be transferred to Grande. Specifically, Grande will purchase all of Denton's Membership Interests through a stock purchase.

The proposed transfer of control does not involve any assignment of telecommunications authorizations or changes in carriers providing telecommunications services to customers, or any change in the rates, terms or conditions of service. Thus, the proposed transfer of control will be transparent to DTP's current customers.

(7) A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

DTP plans to continue offering domestic telecommunications services, including local exchange service, to the suburban Dallas - Fort Worth, TX area.

Grande does not provide regulated telecommunications services. Grande's affiliate, Networks, currently provides residential and business customers in several Texas markets with local and long distance telephony services. The operations of Networks are not relevant to and not affected by the transfer of control described herein.

(8) A statement as to how the Application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment:

This Application is appropriate for streamlined treatment under Section 63.03(b)(2) of the Commission's Rules because this proposed transaction would result in DTP continuing to have a market share in the interstate, interexchange market of less than 10 percent, and DTP will continue to provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction, and neither DTP nor Grande is dominant with respect to any service.

(9) Identification of all other Commission applications related to the same transaction:

Applicant is also filing an Application for transfer of control of DTP's international Section 214 authorization related to this same transaction.

(10) A statement of whether the Applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

Applicant understands that if this Application is deemed complete and is accorded streamlined treatment by the Commission, the proposed transfer of control may be completed on or after the 31st day following issuance by the Commission of a Public Notice. Applicant does not request any further special consideration if the Application can be completed within said period.

- (11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

Applicant has not separately filed a waiver request in conjunction with the proposed transfer of control.

- (12) A statement showing how grant of the Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The Commission has long recognized the benefits of increased competition in the domestic telecommunications services market. By granting this Application, the Commission will serve the public interest, convenience and necessity by allowing increased availability and competition in the provision of domestic telecommunications services. Additionally, the pro-competitive benefits of the transfer of control, placing DTP on firm financial footing and preserving competition, would not be diminished by anticompetitive effects. No competitors would be eliminated from any market for telecommunications services as a result of the transaction, and neither Applicant nor Grande, nor any of their respective affiliates, control or hold substantial interest in any dominant telecommunications carrier.

For the foregoing reasons, the Applicant respectfully requests that the Commission grant this Application for authority to transfer ownership and control of Denton Telecom Partners I, L.P.

Respectfully Submitted,

DENTON TELECOM PARTNERS I, L.P.

By: _____
Name:
Title:

GRANDE COMMUNICATIONS, INC.

- (12) A statement showing how grant of the Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The Commission has long recognized the benefits of increased competition in the domestic telecommunications services market. By granting this Application, the Commission will serve the public interest, convenience and necessity by allowing increased availability and competition in the provision of domestic telecommunications services. Additionally, the pro-competitive benefits of the transfer of control, placing DTP on firm financial footing and preserving competition, would not be diminished by anticompetitive effects. No competitors would be eliminated from any market for telecommunications services as a result of the transaction, and neither Applicant nor Grande, nor any of their respective affiliates, control or hold substantial interest in any dominant telecommunications carrier.

For the foregoing reasons, the Applicant respectfully requests that the Commission grant this Application for authority to transfer ownership and control of Denton Telecom Partners I, L.P.

Respectfully Submitted,

DENTON TELECOM PARTNERS I, L.P.

By: 

Name: Terry Falls

Title: Vice President, Chief Operating Officer

GRANDE COMMUNICATIONS, INC.

By: _____

Name:

Title:

Dated: September 29, 2003

- (11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

Applicant has not separately filed a waiver request in conjunction with the proposed transfer of control.

- (12) A statement showing how grant of the Application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The Commission has long recognized the benefits of increased competition in the domestic telecommunications services market. By granting this Application, the Commission will serve the public interest, convenience and necessity by allowing increased availability and competition in the provision of domestic telecommunications services. Additionally, the pro-competitive benefits of the transfer of control, placing DTP on firm financial footing and preserving competition, would not be diminished by anticompetitive effects. No competitors would be eliminated from any market for telecommunications services as a result of the transaction, and neither Applicant nor Grande, nor any of their respective affiliates, control or hold substantial interest in any dominant telecommunications carrier.


For the foregoing reasons, the Applicant respectfully requests that the Commission grant this Application for authority to transfer ownership and control of Denton Telecom Partners I, L.P.

Respectfully Submitted,

DENTON TELECOM PARTNERS I, L.P.

By: _____
Name:
Title:

GRANDE COMMUNICATIONS, INC.

By: 
Name: Andy Samuel
Title: Legal Counsel

10/02/03 12:22 FAX 202 745 0918

FLEISCHMAN & WALSH

011

Dated: 9/26/03

159459

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDINGFEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICEDATE STAMP
FOMB
1050-0590
Page 1 of 1

(1) LOCKBOX # 358115		FCC/MELLON		SEP 20 2003	
SECTION A - PAYER INFORMATION					
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Fleischman and Walsh, L.L.P.			(3) TOTAL AMOUNT PAID (U.S. dollars and cents) \$860.00		
(4) STREET ADDRESS LINE NO. 1 1919 Pennsylvania Avenue, N.W.					
(5) STREET ADDRESS LINE NO. 2 Suite 600					
(6) CITY Washington			(7) STATE DC	(8) ZIP CODE 20006	
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-939-7900			(10) COUNTRY CODE (if not U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(11) PAYER (FRN) 0004-0567-01			(12) PAYER (FRN)		
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(13) APPLICANT NAME Denton Telecom Partners I, L.P.					
(14) STREET ADDRESS LINE NO. 1 7701 South Stemmons Freeway					
(15) STREET ADDRESS LINE NO. 2 Suite 210					
(16) CITY Corinth			(17) STATE TX	(18) ZIP CODE 76210-1842	
(19) DAYTIME TELEPHONE NUMBER (include area code) 877-238-6891			(20) COUNTRY CODE (if not U.S.A.)		
FCC REGISTRATION NUMBER (FRN) REQUIRED					
(21) APPLICANT (FRN) 0005-0630-37			(22) APPLICANT (FRN)		
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET					
(23A) CALL SIGN/OTHER ID ITC-ASG-20020801-00493		(24A) PAYMENT TYPE CODE CUT		(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$860.00		(27A) TOTAL FEE \$860.00		FCC CODE 1	
(28A) FCC CODE 1		(29A) FCC CODE 2			
(30A) CALL SIGN/OTHER ID		(31A) PAYMENT TYPE CODE		(32A) QUANTITY	
(33A) FEE DUE FOR (PTC)		(34A) TOTAL FEE		FCC CODE 1	
(35A) FCC CODE 1		(36A) FCC CODE 2			
SECTION D - CERTIFICATION					
CERTIFICATION STATEMENT I, <u>STEVEN J. HAMRICK</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.					
SIGNATURE <u>STEVEN J. HAMRICK</u>			DATE _____		
SECTION E - CREDIT CARD PAYMENT INFORMATION					
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____					
ACCOUNT NUMBER _____			EXPIRATION DATE _____		
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.					
SIGNATURE _____			DATE _____		

BEFORE THE

Federal Communications Commission

WASHINGTON, D.C. 20554

In the Matter of the Application of)

DENTON TELECOM PARTNERS I, L.P.)

Application for Consent For)
 Transfer of Control of Authorization to Provide)
 Global Resale Service Pursuant to Section 214 of)
 the Communications Act of 1934, as Amended)

Authorization File No.
 ITC-ASG-20020801-00493

APPLICATION
REQUEST FOR EXPEDITED PROCESSING

Pursuant to Section 214 of the Communications Act of 1934, as amended,¹ and Section 63.24(c) of the Federal Communications Commission's ("FCC" or "Commission") rules,² Denton Telecom Partners I, L.P. ("DTP"), holder of the above-referenced authorization (the "Authorization"), hereby requests consent for a voluntary transfer of control of DTP, from Denton Telecom Holdings I, L.L.C. ("Denton") to Grande Communications, Inc. ("Grande"). As explained herein, this application qualifies for 14-day streamlined processing by the Commission pursuant to Section 63.12 of the Commission's rules.³ Moreover, Grande and DTP request that the Commission expedite the processing and placement of this Application on Public Notice so that the parties may consummate this transaction, and bring to the public the benefits of this transaction, sooner.

I. PREAMBLE

The Commission granted the subject Authorization to DTP on November 27, 2002 (FCC File Number ITC-ASG-20020801-00493 P). On August 27, 2003, Denton, owner of the sole general partnership interest in DTP; Denton Telecom Investors I, L.L.C., owner of all limited partnership interests in DTP; and Grande, entered into a multiparty Membership Interest Purchase and Sale Agreement that contemplates the transfer of control of DTP to Grande. The proposed transfer of control does not involve any assignment of authorizations or change in the carrier providing services to the public. The transfer will be transparent to current customers of DTP.

¹ See 47 U.S.C. § 214.

² See 47 C.F.R. § 63.24.

³ See 47 C.F.R. § 63.12.

Public Interest

The Commission has long recognized the benefits of increased competition in the international telecommunications services market. By granting this application, the Commission will serve the public interest, convenience, and necessity by maintaining the availability of and competition in the provision of international telecommunications services.

II. SECTION 63.18 INFORMATION

The following information is submitted in support of DTP's request for a voluntary transfer of its Section 214 Authorization pursuant to Section 63.24(c) of the Commission's rules. This section includes information concerning the applicant, DTP, and the entity proposing to take control of the applicant, Grande:

(a) The name, address, and telephone number of each applicant:

Denton Telecom Partners I, L.P.
7701 South Stemmons Freeway, Suite 210
Corinth, TX 76210-1842
877-238-6891

Grande Communications, Inc.
401 Carlson Circle
San Marcos, TX 78666
(512) 878-4000

(b) The Government, State, or Territory under the laws of which each corporate or partnership applicant is organized:

DTP is a U.S. limited liability company organized under the laws of Delaware.
Grande is a U.S. corporation organized under the laws of Delaware.

(c) The name, title, post office address, and telephone number of the officer and any other contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed:

Steven J. Hamrick, Esq.
Fleischman and Walsh, L.L.P.
1919 Pennsylvania Avenue, NW, Suite 600
Washington, DC 20006
(202) 939-7972
Fax (202) 387-3467
Counsel to DTP

Eric W. Cowan, Esq.
Thelen Reid & Priest
701 Pennsylvania Avenue, NW
Washington, DC 20004
Tel: (202) 508-4000
Fax: (202) 508-4321
Counsel to DTP

Mr. Andy Sarwal
Legal
Grande Communications, Inc.
401 Carlson Circle
San Marcos, TX 78666
(512) 878-4000

Brad E. Mutschelknaus, Esq.
Melissa S. Conway, Esq.
Kelley Drye & Warren LLP
1200 19th Street, NW
Washington, DC 20036
Tel: (202) 955-9600
Fax: (202) 955-9792
Counsel to Grande

- (d) A statement as to whether the applicant has previously received authority under Section 214 of the Act and, if so, a general description of the categories of facilities and services authorized (i.e., authorized to provide international switched services on a facilities basis):

As stated in the Preamble, the FCC granted the subject Section 214 Authorization to DTP on November 27, 2002 in File Number ITC-ASG-20020801-00493 P to provide global resale telecommunications services.

Grande's affiliate, Grande Communications Networks, Inc., has previously received authority under Section 214 of the Act to provide Global or Limited Global Facilities-Based Service and Global or Limited Global Resale Service under FCC File Number ITC-214-20001108-00651 (authority granted November 29, 2000).

- (e) Certifications:

DTP requests FCC consent to the voluntary transfer of control of the Authorization to Grande to enable DTP to continue operating as a provider of global resale telecommunications services, pursuant to Section 63.18(e)(2) of the Commission's rules. DTP and Grande hereby certify that they will comply with the terms and conditions contained in Sections 63.21 and 63.23 of the Commission's rules, as applicable.

- (f) Applicants may apply for any or all of the authority provided for in paragraph (e) of this section 63.18 of the Commission's rules in the same application. The applicant may want to file separate applications for those services not subject to streamlined processing under §63.12.

At this time, DTP does not seek any other authorization available under Section 63.18(e).

- (g) Where the applicant is seeking facilities-based authority under paragraph (e)(3) of this section, a statement whether an authorization of the facilities is categorically excluded as defined by §1.1306 of this chapter. If answered affirmatively, an environmental assessment as described in §1.1311 of this chapter need not be filed with the application.

An authorization of the subject facilities is categorically excluded as defined by §1.1306 of the Commission's rules, and thus an environmental assessment does not need to be filed with this application.

- (h) The name, address, citizenship and principal businesses of any person or entity that directly or indirectly owns at least ten percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one percent). The applicant shall also identify any interlocking directorates with a foreign carrier.

Upon completion of the transfer of control described herein, Grande will hold a direct, 100% ownership interest in the voting capital stock of, and 100% voting control over, DTP. Grande is a direct, wholly owned subsidiary of Grande Communications Holdings, Inc. ("Holdings"). Neither Grande nor Holdings are authorized to provide regulated telecommunications services in any state. Holdings functions solely as a holding company for Grande and its affiliate, Grande Communications Networks, Inc. ("Networks"). Holdings has two 10% or greater owners, each of which owns 14% of Holdings and are U.S. citizens: Centennial Ventures, Attn: General Counsel, 1428 Fifteenth Street, Denver, CO 80202; and Whitney & Co., Attn: William Laverack, Jr., 177 Broad St., Stamford, CT 06901.

- (i) A certification as to whether or not the applicant is, or is affiliated with, a foreign carrier. The certification shall state with specificity each foreign country in which the applicant is, or is affiliated with, a foreign carrier.

DTP and Grande have no interlocking directorates or affiliations with foreign carriers.

- (j) A certification as to whether or not the applicant seeks to provide international telecommunications services to any destination country for which any of the following is true. The certification shall state with specificity the foreign carriers and destination countries: (1) The applicant is a foreign carrier in that country; or (2) The applicant controls a foreign carrier in that country; or (3) Any entity that owns more than 25 percent of the applicant, or that controls the applicant, controls a foreign carrier in that country. (4) Two or more foreign carriers (or parties that control foreign carriers) own,

in the aggregate, more than 25 percent of the applicant and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

DTP and Grande each certify that, with this application, they do not seek authority to provide international telecommunications service to any destination country where any of the following are true: (1) either is a foreign carrier; (2) either controls a foreign carrier; or (3) any entity that owns more than 25 percent of either, or controls either, controls a foreign carrier; (4) two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate, more than 25 percent of either and are parties to, or the beneficiaries of, a contractual relation (e.g., a joint venture or market alliance) affecting the provision or marketing of international basic telecommunications services in the United States.

- (k) For any destination country listed by the applicant in response to paragraph (j) of this section, the applicant shall make one of the following showings: (1) The named foreign country (i.e., the destination foreign country) is a Member of the World Trade Organization; or (2) The applicant's affiliated foreign carrier lacks market power in the named foreign country; or (3) The named foreign country provides effective competitive opportunities to U.S. carriers to compete in that country's market for the service that the applicant seeks to provide (facilities-based, resold switched, or resold non-interconnected private line services).

Not applicable.

- (l) Any applicant that proposes to resell the international switched services of an unaffiliated U.S. carrier for the purpose of providing international telecommunications services to a country where it is a foreign carrier or is affiliated with a foreign carrier shall either provide a showing that would satisfy §63.10(a)(3) of this part or state that it will file the quarterly traffic reports required by §43.61(c) of this chapter.

Not applicable.

- (m) With respect to regulatory classification under §63.10 of this part, any applicant that is or is affiliated with a foreign carrier in a country listed in response to paragraph (i) of this section and that desires to be regulated as non-dominant for the provision of particular international telecommunications services to that country should provide information in its application to demonstrate that it qualifies for non-dominant classification pursuant to §63.10 of this part.

Not applicable.

- (n) A certification that the applicant has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

DTP and Grande certify that they have not and will not accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route.

- (o) A certification pursuant to §§1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988. See 21 USC §853a.

As evidenced by the signatures to this Application, DTP and Grande each certify that, pursuant to §§1.2001 through 1.2003 of the Commission's Rules, no party to the Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

- (p) If the applicant desires streamlined processing pursuant to §63.12, a statement of how the application qualifies for streamlined processing.

The instant application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's rules, 47 C.F.R. § 63.12. The exceptions to the availability of streamlined processing, which are set forth in Section 63.12(c) of the Commission's rules, 47 C.F.R. § 63.12(c), do not apply to this application because: (1) DTP and Grande are not foreign carriers and are not affiliated with a foreign carrier in any destination market; (2) DTP and Grande do not have affiliations with a dominant U.S. carrier whose international switched or private line services DTP and/or Grande seeks authority to resell; and (3) DTP and Grande do not seek authority to provide switched basic service over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines.

III. CONCLUSION

In conclusion, DTP and Grande certify that all of the information in this Application is accurate and correct. For the foregoing reasons, the DTP respectfully requests that the Commission grant its consent to the transfer of control of the Authorization.

Respectfully Submitted,

DENTON TELECOM PARTNERS I, L.P.

By: _____
Name: _____
Title: _____
Date: _____

GRANDE COMMUNICATIONS, INC.

By: _____
Name: _____
Title: _____
Date: _____

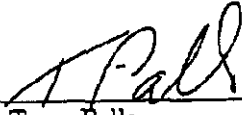
159295

III. CONCLUSION

In conclusion, DTP and Grande certify that all of the information in this Application is accurate and correct. For the foregoing reasons, the DTP respectfully requests that the Commission grant its consent to the transfer of control of the Authorization.

Respectfully Submitted,

DENTON TELECOM PARTNERS I, L.P.

By: 
Name: Terry Falls
Title: Vice President, Chief Operating Officer
Date: September 26, 2003

GRANDE COMMUNICATIONS, INC.

By: _____
Name: _____
Title: _____
Date: _____

159295

III. CONCLUSION


In conclusion, DTP and Grande certify that all of the information in this Application is accurate and correct. For the foregoing reasons, the DTP respectfully requests that the Commission grant its consent to the transfer of control of the Authorization.

Respectfully Submitted,

DENTON TELECOM PARTNERS I, L.P.

By: _____
Name: _____
Title: _____
Date: _____

GRANDE COMMUNICATIONS, INC.

By:  _____
Name: Andy Gurnel
Title: Legal Counsel
Date: 9/26/03

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